

DANZIGER FREDERICK M
Form 4
May 22, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DANZIGER FREDERICK M

2. Issuer Name and Ticker or Trading Symbol
GRIFFIN INDUSTRIAL REALTY, INC. [GRIF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
641 LEXINGTON AVE., 26TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

(Street)
NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/21/2018		M		15,000	A	\$ 33.07 78,534	D	
Common Stock	05/21/2018		F		13,405	D	\$ 39.884 65,129	D	
Common Stock	05/21/2018		A		0	A	\$ 0 498,817	I	Footnote (1)
Common Stock	05/21/2018		A		0	A	\$ 0 204,755	I	Footnote (2)
Common Stock	05/21/2018		A		0	A	\$ 0 85,286	I	By spouse

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options	\$ 33.07	05/21/2018		X	5,000	01/21/2012 01/20/2019	Common Stock	5,000
Stock Options	\$ 33.07	05/21/2018		X	5,000	01/21/2013 01/20/2019	Common Stock	5,000
Stock Options	\$ 33.07	05/21/2018		X	5,000	01/21/2014 01/20/2019	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DANZIGER FREDERICK M 641 LEXINGTON AVE. 26TH FLOOR NEW YORK, NY 10022	X	X	Executive Chairman	

Signatures

/s/Frederick M. Danziger 05/22/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Trusts in which Lucy C. Danziger, spouse, has shared voting power as trustee.

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(2) Trusts in which Frederick M. Danziger has shared voting power as trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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